

Presentment Date: January 6, 2023, at 4:00 p.m. (Prevailing Atlantic Time)
Objections Due: January 5, 2023, at 4:00 p.m. (Prevailing Atlantic Time)

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

PROMESA
Title III
No. 17-BK-3283-LTS
(Jointly Administered)

Re: ECF No. 19718

PROMESA
Title III
No. 17-BK-4780-LTS
(Jointly Administered)

**NOTICE OF PRESENTMENT OF ORDER EXTENDING
TIME FOR THE PUERTO RICO ELECTRIC POWER AUTHORITY TO
ASSUME OR REJECT UNEXPIRED LEASES OF NONRESIDENTIAL REAL
PROPERTY PURSUANT TO BANKRUPTCY CODE SECTION 365(d)(4)**

PLEASE TAKE NOTICE THAT, on January 10, 2022, the Court entered the *Order*

Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4) [ECF No. 19718] (the “Extension Order”) extending the

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19- BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

deadline for the Puerto Rico Electric Power Authority (“PREPA”) (along with other Title III debtors whose Title III cases have since concluded) to assume or reject certain unexpired leases of nonresidential real property (“Real Property Leases”) pursuant to 11 U.S.C. § 365(d)(4) to the earlier of (i) January 1, 2023, (ii) the date of expiration or termination of such leases pursuant to their own terms, or (iii) the date on which a plan of adjustment for PREPA becomes effective, without prejudice to (x) PREPA’s right to seek further extensions as contemplated by Bankruptcy Code section 365(d)(4)(B)(ii), or (y) the right of any party in interest to object to such requested extensions.

PLEASE TAKE FURTHER NOTICE THAT PREPA has sent letters to each of the landlords under the Real Property Leases to obtain consent for a further extension of the deadline to assume or reject such Real Property Leases. PREPA has also contacted or attempted to contact landlords who did not provide affirmative consent in response to such letters directly by phone. A list of the Real Property Leases for which affirmative consent to such further extension has been received is attached to the Proposed Order (defined below) as Exhibit A. A list of Real Property Leases for which no response has yet been received is attached to the Proposed Order (defined below) as Exhibit B.

PLEASE TAKE FURTHER NOTICE THAT, the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as the representative of PREPA, hereby presents the *Order Extending Time for the Puerto Rico Electric Power Authority to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4)* (the “Proposed Order”) to the Honorable Laura Taylor Swain, United States District Judge, sitting in the United States District Court for the District of Puerto Rico, 150 Carlos Chardón Street, Federal Building, Office 150, San Juan, P.R. 00918-1767 for signature on **January 6, 2023**.

PLEASE TAKE FURTHER NOTICE that the Proposed Order provides that landlords that have not affirmatively denied consent to extend the deadline of the time for PREPA to assume or reject certain Real Property Leases shall be deemed to have consented to the extension of such deadline to the earlier of (i) January 1, 2024, (ii) the date of expiration or termination of such leases pursuant to their own terms, or (iii) the date on which a plan of adjustment for PREPA becomes effective; *provided that* the right of each such landlord to assert that its consent was not validly provided is expressly preserved pursuant to the Proposed Order.

PLEASE TAKE FURTHER NOTICE that the Proposed Order is attached hereto as
Exhibit 1.

PLEASE TAKE FURTHER NOTICE that unless a written objection to the Proposed Order is filed with the Court in accordance with the Case Management Procedures by **4:00 p.m. (AST) on January 5, 2023**, no hearing will be held and the Proposed Order may be approved by this Court.

PLEASE TAKE FURTHER NOTICE that copies of the Proposed Order and all documents filed in the Title III cases are available (a) free of charge by visiting <https://cases.ra.kroll.com/puertorico/Home-Index> or by calling +1 (844) 822-9231, and (b) on the Court's website at <http://www.prd.uscourts.gov>, subject to the procedures and fees set forth therein.

[Remainder of page intentionally left blank]

Dated: December 30, 2022
San Juan, Puerto Rico

Respectfully submitted,

/s/ Paul V. Possinger
Martin J. Bienenstock
Paul V. Possinger
Ehud Barak
(Admitted *Pro Hac Vice*)
PROSKAUER ROSE LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900
Email: mbienenstock@proskauer.com
ppossinger@proskauer.com
ebarak@proskauer.com

*Attorneys for the Financial
Oversight and Management Board
as representative for PREPA*

/s/ Hermann D. Bauer
Hermann D. Bauer
USDC No. 215205
O'NEILL & BORGES LLC
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918-1813
Tel: (787) 764-8181
Fax: (787) 753-8944
Email: hermann.bauer@oneillborges.com

*Co-Attorney for the Financial Oversight and
Management Board as representative for
PREPA*

Exhibit 1

Proposed Order

Presentment Date: January 6, 2023, at 4:00 p.m. (Prevailing Atlantic Time)
Objections Due: January 5, 2023, at 4:00 p.m. (Prevailing Atlantic Time)

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,
as representative of
THE COMMONWEALTH OF PUERTO RICO, *et
al.*,

Debtors.¹

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,
as representative of
PUERTO RICO ELECTRIC POWER AUTHORITY,
Debtor.

PROMESA
Title III
No. 17-BK-3283-LTS
(Jointly Administered)

Re: ECF No. 19718

PROMESA
Title III
No. 17-BK-4780-LTS
(Jointly Administered)

**ORDER EXTENDING
TIME FOR THE PUERTO RICO ELECTRIC POWER AUTHORITY TO
ASSUME OR REJECT UNEXPIRED LEASES OF NONRESIDENTIAL REAL
PROPERTY PURSUANT TO BANKRUPTCY CODE SECTION 365(D)(4)**

Upon the Debtor's *Motion for Entry of Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4)* [ECF No. 1518] (the "Motion"), the *Order Extending Time to Assume or Reject*

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19- BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

*Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4) [ECF No. 19718], and the Notice of Presentment of Order Extending Time for the Puerto Rico Electric Power Authority to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4) [ECF No. ____], (the “Notice of Presentment”);² and the Court having found it has subject matter jurisdiction over this matter pursuant to PROMESA section 306(a); and it appearing that venue is proper pursuant to PROMESA section 307(a); and the Court having found that the extension of the deadlines, as set forth herein, is appropriate, and the relief requested is in the best interests of PREPA, its creditors, and other parties in interest, it is **HEREBY ORDERED THAT:***

1. The deadline for PREPA to assume or reject any of the Real Property Leases listed on Exhibit A hereto is extended until the earlier of (i) January 1, 2024, (ii) the date of expiration or termination of such leases pursuant to their own terms, or (iii) the date on which a plan of adjustment for PREPA becomes effective, without prejudice to PREPA’s right to seek further extensions as contemplated by Bankruptcy Code section 365(d)(4)(B)(ii), or (y) the right of any party in interest to object to such requested extensions.

2. Attached hereto as Exhibit B is a list of additional Real Property Leases for which the respective landlords have been sent a request for a consensual extension of the PREPA’s time to assume or reject pursuant to section 365(d)(4) until the earlier of (i) January 1, 2024, (ii) the date of expiration or termination of such leases pursuant to their own terms, or (iii) the date on which a plan of adjustment for PREPA becomes effective, with an indication that they will have been deemed to consent absent an affirmative indication that they do not consent as requested, and

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion or the Notice of Presentment.

for which no such consent or lack of consent has been indicated as of the date of presentment of this Order. The deadline for PREPA to assume or reject any of the Real Property Leases listed on **Exhibit B** is hereby extended until the earlier of (i) January 1, 2024, (ii) the date of expiration or termination of such leases pursuant to their own terms, or (iii) the date on which a plan of adjustment for PREPA becomes effective, without prejudice to (x) PREPA's right to seek further extensions as contemplated by Bankruptcy Code section 365(d)(4)(B)(ii), or (y) the right of each landlord on **Exhibit B** to assert that its consent was not validly provided.

3. PREPA may submit further orders on the Motion with respect to additional landlords who may in the future consent to an extension of the PREPA's deadline to assume or reject Real Property Leases under Bankruptcy Code section 365(d)(4) until seven days prior to the expiration of PREPA's respective deadline in accordance with the presentment procedures set forth in the *Sixteenth Amended Notice, Case Management and Administrative Procedures* [ECF No. 20190-1].

4. Nothing in the Motion or this Order shall be deemed or construed as (i) an assumption or rejection of any agreement, contract, or lease pursuant to Bankruptcy Code section 365, or (ii) an admission with respect to whether any of PREPA's contracts or leases is an unexpired lease of nonresidential real property within the meaning of Bankruptcy Code section 365(d). The relief granted by this Order shall not affect PREPA's rights to assume, assume and assign, or reject any Real Property Leases.

5. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2023
San Juan, Puerto Rico

Honorable Laura Taylor Swain
United States District Judge

Exhibit A
Affirmative Consent

Real Property Leases Under Affirmative Consent- PREPA

CONTRACTOR	NAME OF ENTITY	CONTRACT NUMBER	ENM	CONTRACTOR (LANDLORD) RESIDENT AGENT	PROPERTY ADDRESS	CONTRACTOR (LANDLORD) TELEPHONE	INQUIRY CONTACT NAME (1)	STATUS OF CONSENT	INQUIRY CONTACT COMMENTS (1)	INQUIRY CONTACT DATE
M. Otero y CIA, S.E.		2017-P00042		PREPA	Plaza Puerto del Sol, Carr. #2 KM 49.7, Manatí	(787) 854-2064	Rafael Ondina Otero	Yes		12/23/22

Exhibit B
Deemed Consent

Real Property Leases Under Deemed Consent- PREPA

CONTRACTOR	NAME OF ENTITY	CONTRACT NUMBER	ENM	CONTRACTOR (LANDLORD) RESIDENT AGENT	PROPERTY ADDRESS	CONTRACTOR (LANDLORD) TELEPHONE	INQUIRY CONTACT NAME (1)	STATUS OF CONSENT	INQUIRY CONTACT COMMENTS (1)	INQUIRY CONTACT DATE
Administracion de Terrenos				PREPA	Ave. Juan Hernández Ortiz, Isabela				Was greeted by automated phone system but then when re-directed, no answer	12/21/22
Administracion de Terrenos				PREPA	Bo, San Antón, Ponce				Was greeted by automated phone system but then when re-directed, no answer	12/21/22
AEP				PREPA	Centro Gubernamental de Guayanilla					
AEP				PREPA	Centro Gubernamental de Juncos, Calle Muñoz, Rivera, Juncos					
Centro del Sur Mall, LLC.		2020-P00041		PREPA	Centro del Sur Mall, Ave.Miguel Pou, Ponce	(787) 622-9600 (ext.116)	Maria Fernandez Velez, Esq.		Director of Lease Department was unavailable to take the call. Said they would call back.	12/21/22
Fomento Industrial				PREPA	Parque Industrial, Cabo Rojo					
Fomento Industrial				PREPA	Calle San Idelfonso, Coamo					
Fomento Industrial				PREPA	Operaciones Técnicas Juana Díaz					
Fomento Industrial				PREPA	Bo, Islote, Manatí					
Fomento Industrial				PREPA	PR-102 San Germán					
Fomento Industrial				PREPA	Area Industrial Caín Alto, PR-362 San Germán					
Fomento Industrial				PREPA	PR-181 San Lorenzo					
Fomento Industrial				PREPA	Bo. Martino, Vieques					
Municipio de Culebra				PREPA	Calle Pedro Márquez, Culebra	(787) 742-3521			Was greeted by automated phone system, communicated with Finances Department, and was later re-directed to Office of Secretary, but no answer. Attempted to call again, but did not receive a response	12-23-2022 - 12/28/2022
R.I.V., LLC				PREPA	Consolidated Mall, Caguas	(787) 725-1000			Latest number appearing in corporate records is from their Accounting Office, an outsource. Talked to Normarie Casanova, said she was going to communicate directly with R.I.V., LLC and would call back.	12/22/22